

**AFFIDAVIT**

I, Stuart Cornelius Fisher, certify as follows:

1. I am over the age of eighteen and competent to testify to the matters stated herein.

2. On July 1, 1999, I executed Articles of Organization of NADIF of Wyndholme, L.L.C. (the "Articles") solely in my capacity as trustee for the purpose of forming a Florida limited liability company. The Articles were filed on July 2, 1999 at the Florida Department of State, thereby forming NADIF of Wyndholme, L.L.C. ("NADIF").

3. Contemporaneously with my execution of the Articles, I executed a Limited Liability Agreement of NADIF of Wyndholme, L.L.C. (the "Agreement") solely in my capacity as trustee for the purpose of setting forth matters relative to the business affairs of NADIF. The Agreement was effective July 2, 1999 and thereafter replaced with an oral operating agreement among Gotham Partners, L.P. d/b/a Gotham-Q Venture I, LLC, Mountainbrook Trust and Jolipenny Trust.

4. In my capacity as trustee, I was at all relevant times acting for the benefit of and as agent for Gotham Partners, L.P. d/b/a Gotham-Q Venture I, LLC, Mountainbrook Trust and Jolipenny Trust. At no time have I owned, nor has anyone on my behalf held, a legal or beneficial interest in NADIF.

5. The true legal and beneficial owners of all of the membership interests in NADIF are, and have always been, Gotham Partners, L.P. d/b/a Gotham-Q Venture I, LLC, Mountainbrook Trust and Jolipenny Trust. As such, Gotham Partners, L.P. d/b/a Gotham-Q Venture I, LLC, Mountainbrook Trust and Jolipenny Trust have and have always had the full and absolute right, power and authority to act on behalf NADIF.

6. To the best of my knowledge and belief (a) Gotham Partners, L.P. owns fifty percent (50%) of the membership interests in NADIF and each of Mountainbrook Trust and Jolipenny Trust hold a twenty-five percent (25%) membership interest in NADIF, and (b) the managers of NADIF is a five-person Board of Managers, comprised of two designees of Gotham Partners, L.P., one appointed by each of Mountainbrook Trust and Jolipenny Trust, and Stephen Garchick.

7. I hereby resign as trustee, manager and agent for Gotham Partners, L.P. d/b/a Gotham-Q Venture I, LLC, Mountainbrook Trust and Jolipenny Trust in connection with NADIF.

I SOLEMNLY AFFIRM, under penalties of perjury, that the matters and facts set forth in the foregoing Affidavit are true and correct to the best of my knowledge, information and belief.

Date: November 19, 2002

  
Stuart Cornelius Fisher

STATE OF Florida  
CITY/COUNTY OF Palm Beach

I HEREBY CERTIFY that on the 19 day of Nov., 2002, before, the subscriber, a Notary Public in and for the aforesaid jurisdiction, personally appeared Stuart C. Fisher, known to me or satisfactorily proven to be the person whose name is subscribed to the foregoing Affidavit and acknowledged that she executed the instrument for the purposes set forth therein and she did so as her voluntary act and deed.

IN WITNESS WHEREOF, I set my hand and notarial seal.

[NOTARIAL SEAL]



T J Fisher  
My Commission CC941023  
Expires May 31, 2004

, Notary Public

My Commission Expires on:

May 31, 2004

Printed Name and Address of Notary Public

T J Fisher 164 Seminole Ave.  
Palm Beach, FL 33480